

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.¹

Chapter 11

Case No. 18-23538 (RDD)
(Jointly Administered)

Re: Docket Index 6347

**ORDER GRANTING SECOND QUARTERLY REPORT OF ASK LLP AS SPECIAL
AVOIDANCE COUNSEL FOR THE DEBTORS FOR THE
PERIOD OCTOBER 1, 2019 THROUGH DECEMBER 31, 2019**

ASK LLP, special counsel for Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above cases, having filed its Second Quarterly Report for the Period of October 1, 2019 through December 31, 2019 as Special Avoidance Counsel (the “Second Application”), which under the Court’s order dated April 1, 2019 [Dkt. No. 4373] constitutes a request for allowance of the fees and expenses set forth therein;² and the Court having reviewed the Second Application; and the Court finding that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b), (b)

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

² Capitalized terms shall have the same meaning ascribed to them in the Second Application.

notice of the Second Application, and the opportunity for a hearing on the Second Application, was adequate under the circumstances, and (c) all persons with standing have been afforded the opportunity to be heard on the Second Application; and there being no objections to the requested relief; and good and sufficient cause appearing;

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. The request for approval of the Second Quarterly Report is GRANTED to the extent set forth in Schedule A and Schedule B hereto.

2. ASK LLP is allowed compensation in the amount of \$539,781.78 for professional services rendered on a contingency fee basis and \$81,571.46 for actual and necessary costs and expenses for a total of \$621,353.24 for the Second Fee Period of October 1, 2019 through December 31, 2019.

3. Such sums are authorized for payment less any amounts previously paid to ASK LLP on account of the amounts set forth in the Second Quarterly Report.

Dated: February 18, 2020
White Plains, New York

/s/ Robert D. Drain
THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Case No.: 18-23538 (RDD)

Schedule A

Case Name: In re Sears Holdings Corporation, *et al.*

CURRENT FEE PERIOD

(1) Applicant	(2) Quarterly Report Date and Docket No.	(3) Fee Period	(4) Fees Requested	(5) Fees Allowed	(6) Fees to be Paid Under Order	(7) Expenses Requested	(8) Expenses Allowed	(9) Expenses to be Paid Under Order
ASK LLP, Special Avoidance Counsel for the Debtors	1/17/2020 Docket No. 6347	10/1/2019– 12/31/2019	\$539,791.78	\$539,791.78	\$539,791.78	\$81,571.46	\$81,571.46	\$81,571.46

Date Order Entered: 2/18/2020

Initials: RDD USBJ

Case No.: 18-23538 (RDD)

Schedule B

Case Name: In re Sears Holdings Corporation, *et al.*

QUARTERLY REPORT TOTALS

(1) Applicant	(2) Total Fees Requested	(3) Total Fees Paid	(4) Total Expenses Requested	(5) Total Expenses Paid³
ASK LLP, Special Avoidance Counsel for the Debtors	\$668,484.80	\$668,484.80	\$97,805.87	\$97,805.87

Date Order Entered: 2/18/2020

Initials: RDD USBJ

³ In accordance with the terms of the Amended Order (the “Order”) signed on , Authorizing the Employment and Retention of ASK LLP As Special Avoidance Action Counsel to Debtors *Nunc Pro Tunc* to April 1, 2019 [Docket No. 4373], ASK received payment on account of its fees, in accordance with the Contingency Fee Schedule (as defined in the Order), and its Expenses (as defined in the Order) from proceeds recovered in connection with the avoidance actions as provided in the Engagement Letter (as defined in the Order).